


Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

State of Florida



Department of State

I certify from the records of this office that INTELECALL COMMUNICATIONS, INC., is a corporation organized under the laws of the State of Florida, filed on June 24, 1998.

The document number of this corporation is P98000056301.

I further certify that said corporation has paid all fees due this office through December 31, 2002, that its most recent annual report/uniform business report was filed on May 9, 2002, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighth day of August, 2002



CR2EO22 (7-02)

Jim Smith
Jim Smith
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of INTELECALL COMMUNICATIONS, INC., a corporation organized under the laws of the State of Florida, filed on June 24, 1998, as shown by the records of this office.

The document number of this corporation is P98000056301.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighth day of August, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

of

INTELECALL COMMUNICATIONS, INC.

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

INTELECALL COMMUNICATIONS, INC.

The principal place of business of this corporation shall be:

476 S.E. 14th Street
Dania, Florida 33004

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

This Document Prepared by:
Peter G. Gruber, Esquire
Florida Bar No. 252840
9100 South Dadeland Boulevard
One Datan Center, Suite 910

FILED
98 JUN 24 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 9100 South Dadeland Boulevard, Suite 910, Miami, Florida 33156, and the name of the initial Registered Agent of the corporation at that address is Peter G. Gruber, P.A.

ARTICLE VII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name

and street address of the initial member of the Board of Directors is:

Janice Tipp
476 S.E. 14th Street
Dania, Florida 33004

ARTICLE IX

Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Secretary:	Janice Tipp
	476 S.E. 14th Street
	Dania, Florida 33004

ARTICLE XII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Janice Tipp
476 S.E. 14th Street
Dania, Florida 33004

ARTICLE XIII

Special Provision

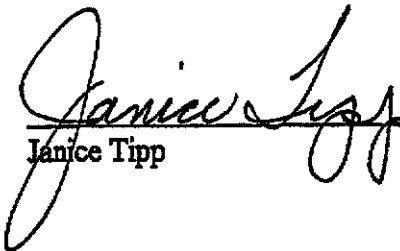
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

Effective Date ...

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this 22 day of June, 1998.



Janice Tipp

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is INTELECALL COMMUNICATIONS, INC.
2. The name and address of the registered agent and office is:

PETER G. GRUBER, P.A.
9100 S. Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156

INTELECALL COMMUNICATIONS, INC.

By: _____

Janice Tipp, President

Dated: _____

6/22/98

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

PETER G. GRUBER, P.A.

By: _____

Peter G. Gruber, Esquire

Dated: _____

6/23/98

INTELECALL INC 06/18/98

98 JUN 23 PM 9:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Form **BCA-13.15**
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

6239-213-4
SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

AUG 14 2002

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 8/14/02
License Fee \$
Franchise Tax \$25.00
Filing Fee \$75.00
Penalties \$
Approved: \$100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Intelecall Communications, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Florida

(b) Date of Incorporation: June 24, 1998

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

11900 Biscayne Blvd. Suite 201
Miami Florida 33181

(b) Address of principal office in Illinois:
(If none, so state)

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office 118 West Edwards

Ste. 200

Number

Street

Suite #

Springfield

62704

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Florida

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>See Attached</u>				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		1.00	1000	1000

9. Paid-in Capital: \$ 1,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

★ **11900 Biscayne Blvd., Suite 201, Miami, FL 33181**

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: ★
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 7/5, 2002

Intelecall Communications, Inc.

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by Linda Katz
(Signature of President or Vice President)

Linda Katz

President

(Type or Print Name and Title)

(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**LIST OF OFFICERS & DIRECTORS OF
INTELECALL COMMUNICATIONS, INC.**

Officer

Residential Addresses:

Linda Katz

2559 Camelot Court, Cooper City, FL 33026

Director

Linda Katz

**All the above referenced Officers & Directors can be reached at the following business address:
11900 Biscayne Blvd., Suite 201, Miami, Florida 33181**